TERRI AGNEW: I'll go ahead and begin with the roll call. Good morning, good afternoon and good evening. Welcome to the At-Large Ad-Hoc Working Group on IANA Transition and ICANN Accountability taking place on Thursday, 9th of April 2015 at 14:00 UTC. On the English channel we have Sebastian Bachollet, Mohamed El Bashir, Seun Ojedeji, Tijani Ben Jemaa, Tom Lowenhaupt, Yasuichi Kitamura, Gordon Chillcott, Olivier Crépin-Leblond, Glenn McKnight, Alan Greenberg and Avri Doria. On the Spanish channel we have Fatima Cambronero and Alberto Soto.

I show apologies from Leon Sanchez, Cheryl Langdon-Orr, Eduardo Diaz, Heidi Ullrich and Silvia Vivanco. From staff we'll have myself, Terri Agnew. Our Spanish interpreter today is Sabrina. I'd like to remind all participants to state your name before speaking, not only for transcription purposes but also for our Spanish interpreters. Thank you very much, and back over to you, Olivier.

OLIVIER CRÉPIN-LEBLOND: Thank you very much Terri. Have we missed anybody in the roll call by any chance? It doesn't appear so. Welcome everyone to this call. We'll now look at the review of the AIs from our last meeting. Before that, let's adopt the Agenda. We have the first part on stewardship transition that will deal with the updates on the DTs, looking at the timeline of where we're going from now on, and looking at the responses from the Sidley Austin law firm that is helping the Working Group through the questions that were raised in Istanbul.

Note: The following is the output resulting from transcribing an audio file into a word/text document. Although the transcription is largely accurate, in some cases may be incomplete or inaccurate due to inaudible passages and grammatical corrections. It is posted as an aid to the original audio file, but should not be treated as an authoritative record.

There is some action needed there, because there will be some further discussion. There is currently much discussion going on on the mailing list of the CWG, but there will also be some in the forthcoming Monday and Tuesday high intensity days. After that we'll have an update on the CCWG Accountability. I believe Leon is not with us, so Alan might let us know what the second section on accountability will be about today?

ALAN GREENBERG: I'll do my best. I'm not coming into this very prepared but I'll do my best to wing it.

OLIVIER CRÉPIN-LEBLOND: Okay, thanks. I thought you were going to summarize what the topic was going to be on accountability today?

ALAN GREENBERG: There was something in the Agenda. You wrote it, and I'm happy to go by that.

OLIVIER CRÉPIN-LEBLOND: Okay. Let's get moving then, onto Agenda Item #2, the review of our AIs from our last meeting, which was as long ago as the 19th of March. That was before the Istanbul meeting. There are a couple of AIs that remain there, for Terri to play around with the Wiki pages, and link the IANA issues and the accountability issues Wiki pages together. How are we getting along with that Terri?

TERRI AGNEW: It's coming along slowly.

OLIVIER CRÉPIN-LEBLOND: Thanks. I'll tell you what we do - probably in a future call you'll be able to take us briefly through the pages, because I think with the added amount of information out there it's getting increasingly hard for everyone to keep track of things, so I'd like to make sure we've got an as welcoming as possible set of Wiki pages for our community, especially if further down the line we have the ALAC vote on the Final Report, or report that will be presented to them. Let's move swiftly onto Agenda Item #3. We have Mohamed El Bashir on the English channel. This section is to have a quick update on the IANA coordination progress.

MOHAMED EL BASHIR: Thank you very much. I will be brief. Yesterday the ICG had its 14th conference call and the focus was on the timeline, especially with recently proposed CWG dates. There was an agreement that ICG will review and look at the draft proposal from CWG, but it will not initiate or consider it final, but it's just part of the follow up and heads up until it's been rectified by the organizations. Then da formal review process might start, but at the same time ICG will be looking at the draft that's going to be published. That was a one-hour call. That was the main issue discussed. We have another call in two weeks time, but that was the main issue. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thank you Mohamed for this quick update on the ICG. Are there any questions or comments? Things are moving forward in that group too, so let's move onto our next Agenda Item, and that's a review of the progress in the CWG IANA Stewardship Transition Working Group. We now have a master schedule of all the meetings that have taken place ever since the beginning of the Working Group, and that includes all the meetings of the RFP sub-groups but also the face-to-face meetings, and also now the meetings of the Design Teams.

There are many, many calls archived there. If you are interested in any of the threads - whether it's the advance of a DT or whether you've missed some of the Working Group meetings - I really suggest you have a browse through this. It's very helpful and at least you'll be able to keep up with things. I doubt you'll be able to provide full details of an update on this call here, simply because we do have some Members of the DTs that have not been able to make it, and we only have a short amount of time to review what's been going on.

That's all the work that's happened so far, and thanks for putting the master schedule on the AC, Terri. You can scroll through this. You'll notice the forthcoming set of meetings. There's a call on Friday the 17th. There are quite a few calls. We've got all our face-to-face meetings there and we've got the forthcoming intensive work weekend as well. That's the first thing.

The next thing, if we look back at the Agenda, is the timeline update. There has been a handout that was given in Istanbul on the past and future timetables. That was something we've used recently with the webinar that took place last week, to provide details of how everything

comes together. Those of you that followed discussions in Istanbul have seen that overall set of slides. It's pretty straightforward. We've got the whole diagram on how everything is coming together with the ICG on the one hand.

The CWG, that's the naming issues. The CRISP deals with the RIRs - that's the numbers proposal - and the IANA plan group, which is the IETF protocols discussions. It's all coming together. Everything will go through the ICANN Board at the end. You'll notice there's also this greyed out thread of CCWG that is now working in parallel. That's the Work Stream 1 that will feed into the proposals. You'll see the blue dotted line that shows the linkage between the two slides.

Looking at the next slide, that shows the goal and scope of the CWG Stewardship, which is the CWG IANA. We don't need to look at this now. I think we're all aware of what this group has to do. This is what the progress is so far. You've got the DTs, the legal advice and the draft proposal. It says here, "Istanbul today." Of course, this is all the tasks, and I think this group here is well aware what's happened so far, especially about the number of working hours we've spent on these issues.

Next, what we have here is the interdependencies between the DTs, legal advice, and the CWG Stewardship with the CCWG. The discussion in Istanbul yielded good progress, and as a result we ended up with this proposal for the next step. Sometime at the end of next week, after the intensive Monday and Tuesday work there will be a final proposal version two that will be subjected to public comment. That's the time

when we're going to be asking the ALAC and At-Large community to comment on the overall proposal.

This is not having to wait until the middle of the public comment to receive legal advice, but as a constant interaction with the law firm that provides legal advice, we'll continue to obtain it until the end of the PCP, and there might be some amendments to the proposal for a version three to be produced some time in the middle of May. That will then be submitted to the SOs and ACs, because that's a report that will need to be voted on. No more comment by then, it's just going to be a vote of yes or no.

Once that's ratified by all the SOs and ACs, the submission to the ICG is expected to take place just before the ICANN 53 Meeting in Buenos Aires. From that point onwards, the ICG will take this on and produce the final IANA stewardship transition proposal, which will then go through the ICANN Board and end up in the hands of the NTIA. Are there any comments regarding the timeline? We have to be sure where we're going and when we have to be ready as a community to respond, especially preparing our communities for the public comments.

I draw your attention to the 30 days. It's not a 42-day or 21 plus 21 or whatever. Because of the lack of time, this is a 30-day comment period, so we really need to have people in our communities ready by then to comment on this. We have the help of being able to refer them to the webinar that took place last week. That's all been recorded, and of course we can access the documents. But of course it's also a pretty complex topic to start with, and quite involved as well. I'm going to stop

here and ask if there are any comments or questions? Let's move on if we're all fine with that.

Now, looking at the next page, that's just talking about the DTs and how they work. I think you're all aware that each DT is looking at a little bite-sized chunk of work that might generate a couple of paragraphs for the final proposal. Whilst a large part of the proposal is completed, you'll see the little design teams would then add little chunks in the parts that are missing. If we look at the last page, these are the current DTs. I think we've missed DT-O, the one that deals with budget and any changes with regards to the budget and budgeting of the IANA function. That's important to note it's complete.

I was on the call earlier today, and so we're going to be presenting this work to the intensive work weekend. The others are mostly complete. This is pre-Istanbul, so there's a lot of "to be started", but in fact we've made a lot of progress on this. What I'd now suggest, because we have some participants on this call who are parts of those DTs, I just provided an update on DT-O, and I wonder whether we can have some updates on any of the other DTs? Alan?

ALAN GREENBERG: Thank you. I wanted to point out that DT-F does have a name, and it's the relationship between IANA, the root zone maintainer, which is VeriSign, and currently NTIA. That's one I'm Chairing. I think one of the real issues I'd like to highlight is not so much what each of them is, but our attempt has been, as Olivier said, to try and cut them up into bite-sized pieces. As we do some of them, and F is a good example, we learn

a lot about what the real question is. Currently in F we're having a debate on whether F is really going to be able to come up with something or we'll have to spawn yet a new Working Group to finalize the work.

It's a relatively complex procedure. Hopefully we'll be able to come to closure and all of these things will come together. At this point there are still a couple of issues that are not being addressed in DTs, and those are really issues that are going to rely on legal opinions. We're in the process of getting legal input telling us what may or may not be possible, or what is not possible more than what is. Both sets of lawyers we have are actively saying we should tell them what we're trying to achieve and they'll give us options on how to achieve it, as opposed to asking pointed questions that may be red herrings. That's a process that's evolving as we speak, and we should be in a position that by the time we get closer to BA we have a bit of clarity on that.

Just one clarification - Olivier's been talking about the intensive work weekend. I believe it's on a Monday and Tuesday, but other than that, yes. Thank you.

OLIVIER CRÉPIN-LEBLOND: I'm surprised. I did mention Monday and Tuesday, it might be I just had the weekend in mind before that. Thanks for this update. I note in the chat that Avri has provided us with details of DT-N, the reviews, that have a dry working document. All these DTs are working in full transparency, so the calls can be listened to by observers, and the information is out there on the Wiki and is open for anyone to look at.

Any comments? I'm not suggesting we're going to go through all the DTs. I think we've already got some involvement in many of these.

The problem with the DTs is they all have to get their work in by tomorrow or by Monday or Tuesday if they can't arrive tomorrow. I still have the floor open regarding those DTs, if anyone has comments on these? Avri?

AVRI DORIA: Just one comment, which is what you just said about it's getting a little late. Yes, but now is the time. I know that on DT-N, we're going to be working through the next couple of days and then this stuff has to get incorporated, so now is the time to start having a view point if you've not already, so it's not too late. Thanks.

OLIVIER CRÉPIN-LEBLOND: Thanks Avri. That's very hopeful what you mentioned here. Yes, we're all struggling until the end, and it's not the end either, it's just another stage of work that we have here, with another deadline that might or might not be reached, but at least we'll have work to present. Is there still time for someone, if they're not involved in any DTs, to volunteer for one and jump in at this very late stage? I was going to ask Avri, specifically on DT-N, would you appreciate help?

AVRI DORIA: At this point, jumping in with comments is fine. We do have people that are tasked with doing all the writing, so we're not looking for writing volunteers, but if someone looks at what we do and has a question that

prompts us to think about something more, that's still good, but we're not looking for anyone to take on a writing task at this point.

OLIVIER CRÉPIN-LEBLOND: Thanks Avri. That's helpful. Alan?

ALAN GREENBERG: I think the answer depends on which DT you're talking about. Some of them are effectively finished. Some are in the process of writing. Others were started later than they should have been, and for instance in F we are still looking for people, but we're looking for people with very specific knowledge sets and from very specific areas, so we're not looking for people just to jump in because they're interested in the subject. We're talking about the process of how the root zone actually gets published, so we're looking for people who actually have a hand in that, and understand and rely on parts of that process.

It's going to vary, based on DTs. There are a bunch of DTs that haven't been chartered yet that are deemed to be priority too and there will be lots of work for them.

OLIVIER CRÉPIN-LEBLOND: Thank you Alan. You mentioned the DTs with priority two. There's likely to still be a lot of work there at possibly short notice as well. The Co Chairs of the Working Group have promised to look through the priority two items and see whether they could be either folded or whether they were actually needed or not needed in the final proposal. I'm not sure there was consensus on this, but I can see that some of these, if not all

DTs, will spring to life very shortly. Any other comments or questions? Is anyone volunteering for those teams?

Please have a read of all that information. The link is published at the beginning of the chat. These all have links on their DT Wiki page to the work accomplished so far. They should all be up-to-date. Let's go to the next part of our call. That's the legal advice on the CWG questions. As you know, the CWG has enlisted the help of a law firm, Sidley Austin LLP, to help them out with any of the legal aspects of the proposal, since we couldn't make use of the internal ICANN legal advice, as this would be a COI.

The firm was hired, and we had the chance to meet with the law firm representative in Istanbul. We see the answers to the questions we had sent. I know that in the past we had shared the answers on the mailing list and in our last call we went through them, but on this occasion we had further answers and further questions for the law firm that were realized after the answers were received. So there was a very good, very healthy interaction between the two representatives of the law firm and the participants that were in the room, and also following remotely during these two days in Istanbul.

We have several links in the Agenda. I'd like to take you to the "explain" diagram. It's a pictorial representation of the discussions on the second day of the Istanbul meeting. I've been told there might be a few inaccuracies in there, but it provides an interesting insight to the discussions we had that day. To the first page, it was a discussion on the model we had in Istanbul. That's not really that helpful for us. We did have a look at the different type of scenarios.

We had the external scenarios with the Contract Co, we had the trust model, which was an external mechanism, we had an internal model with accountability mechanisms, we had an internal model based on trust model, we had a hybrid and integrated set of models with an IANA subsidiary or an IANA shared services agreement, and a standalone IANA entity. These were all of the different proposals that were in front of us. What looked at a first go, one piece of information we were told was that a trust model would not be accepted in all jurisdictions around the world.

I'd be surprised if any model would be, but certainly the trust model had a problem that many jurisdictions, not based on case law, but based on a civil code, would or might not recognize the trust. That was weeded out quite early on and put over onto the back burner. We ended up with the other models being on the table. The aim was to try and get Sidley to focus more on one model and put the others on the back burner, looking at the model that was more likely to be the one that had a slightly higher chance of moving forward than the other had.

The one that appears to have moved forward is this hybrid integrated model with the IANA subsidiary and IANA shared services agreement - a hybrid with those two somehow. The request was made of Sidley to look further into that and answer further questions - as an IANA subsidiary being an affiliate of ICANN with a possible future services agreement, and also with a set of accountability mechanisms and the aspects of legal separation there. If you look at the other pages, it was looking at each of the pros and cons of the Contract Co model, of the accountability mechanism model, of the IANA subsidiary model.

That's where we were in Istanbul. Many questions were asked. We then had a response from Sidley. We received it recently, and that's linked to your Agenda as "responses from Sidley Austin LLP to questions raised in Istanbul". In invite you to have a look at that. Feel free to interrupt me if you have any questions or comments at any time when I'm going through this. I've looked at this many times so I'm flying through at quite a fast pace due to our time restrictions. I know that many other Members of the Working Group are on the call and I might have misinterpreted some of the work or where we are today. If you think I'm saying something out of line, or I might have missed something, let us know.

The next thing is the Sidley Austin LLP memorandum. Terri, do we have this ready to share on the screen? If you go to the meeting page Terri put at the beginning of the chat, there's a link to all of these. Here's the memorandum, and there's an important discussion we might need to have here. There are 14 pages to this. We can't go through all of these so fast like this, because there's a lot in there. Effectively, what they're making a memorandum about is to evaluate and provide answers to some questions we've asked regarding the internal accountability and hybrid model for IANA transition with two closely related variants.

There is a first variant, which is accountability mechanisms with legal separation. The other one is accountability mechanism with functional separations. The difference between the two is the one with legal separation contemplates improved accountability mechanism into a separate legal entity organized as an affiliate - so what they call post-transition IANA. New acronym for all of us - PTI - that would be owned by ICANN.

The one with a functional separation is a system where the accountability mechanisms with the IANA functions be organized to be as separate from ICANN as far as possible, but without an actual organization of a legal affiliate structure. So the function would still remain in ICANN. These are the two variants of the model. Sidley provides us with some details of the reasons behind the model and what they worked on with their main bullet points they worked on, where both variants needed to have the key improvements for the ICANN accountability on the one hand.

But they also some recommendations from the CCWG regarding amendments of ICANN articles and bylaws, so as for the community to be able to influence Board composition on the one hand, and look at potential removal of individual Directors, or recalling the entire Board; and also limiting the ability of the Board to make unilateral changes to key fundamental bylaws - these would probably be called golden bylaws -; approving certain ICANN Board decisions - and I think we're looking specifically at those that deal with budget, or key policies or strategies, possibly restricted to the IANA function.

But because this is all happening in the CCWG - and Alan might be able to let us know a bit more about the work that's going on there - it might be extended to more than just the IANA functions. Finally, it provides for strengthening an independent review and redress. As you know, at the moment there's not much of a process of a review or redress process if the ICANN Board decides on something and does that against the wishes of the community. The Sidley document mentions they're looking at Californian not-for-profit corporations, simply because that's their assumption of what they've worked on so far.

Now, if we look at the next page, they're having a simple explanation of the internal accountability hybrid model. I don't know if simple is the right word for it - let's say a one-pager about it. I realize I'm speaking a lot. I don't know whether anyone else wishes to contribute? I'm full screen on this at the moment. Is this helpful? Just making sure on the time check. I see some are saying yes. Okay. I'll continue, unless someone stops me and says, "Shut up and move on." Okay, so this one is the internal accountability hybrid model with a legal separation variant, and you can see some of our friends - the customer standing committee, the CSC, is present on this.

That's one of the structures we have spoken about before. Instead of having a Multistakeholder Review Team we would have a post-transition IANA, which would have a Board, and ICANN would be the sole member of IANA and there would be a contact to administer the IANA functions. That would be signed between ICANN and the post-transition IANA, so there would be a legal separation between the two. There would be a PRF - periodic review of performance committee - that would take place.

So you'd have that review of performance of IANA functions that would then come back as reports, that would result in reviews, and then recommendations would go to the ICANN Board for reviews to take place, et cetera. I must admit, I haven't gone deeply into the diagram itself, but I believe there'll be much discussion based in this on our work weekend, which is Monday and Tuesday next week. Alan?

ALAN GREENBERG: Just a couple of comments, that you don't want to take everything you see on that chart as cast in concrete - that is a diagram that came from the lawyers. For instance, there are some people who believe that PTI should be "completely independent from ICANN". I'm not sure how you make it an affiliate and have it completely independent, but nevertheless… There is also some - I won't say concern - but some interest in understanding how the organizations relate to each other, and that's still something that has to be much discussed.

Lastly, the concept that PTI in this organization could be relieved of danger, if ICANN is put into bankruptcy is not quite as firm as it was hypothesized it might be. There's a whole bunch of ifs, buts and ands associated with it. It might offer some level of protection, but perhaps not as much as we originally hoped. That's something that there's still a lot of detail needs to be thrashed out, and in some cases the case law is probably not strong enough to give a specific answer on how it would fair if there was a bankruptcy.

OLIVIER CRÉPIN-LEBLOND: Thank you Alan. Next is Avri.

AVRI DORIA: Hi. I very much agree with Alan; that none of this has been put into concrete. I just wanted to make one comment about the argument that people were having about the independence. I don't think they were arguing at this point - I think they put it on the back burner, the whole notion of a fully independent IANA PTI entity. I think what people are talking about in the level of detail is to what degree a Board of this PTI as

an affiliate would have linkages to ICANN currently in terms of the Board. In other words, would the Board appoint the Board or would the SO/AC ICANN communities be the ones that appointed the Board.

Those are the kinds of things that are established when you create the legal entity of one of these affiliates - the degree of independence. Now, of course it remains subsidiary or affiliated, and therefore needs to go back, but the degree to which that link is established is one of those negotiables in setting it up. So yes, the intents on Monday and Tuesday are I think the time we'll get close to hopefully nailing all these down.

OLIVIER CRÉPIN-LEBLOND: Thank you Avri. Indeed, good to remind everyone, this is just a response from Sidley, and I'm sure there will be some changes and explanation required here. What you hear here is also my interpretation of what I'm seeing in the document as well, so don't take that as being the final as it definitely isn't. That's a starting document. There's been an intense amount of activity on the CWG mailing list with questions and responses. I haven't been able to fully summarize those so far, so I expect we're still in early days.

The purpose of showing you this today is to study this as well and be prepared for the intense Monday and Tuesday work weekend, and to also let people know about this... I notice several people on the call are not Members of the Working Group, and are therefore having to have a bit of a catch up on this. Any other questions? I see Seun Ojedeji. We'll redial to Seun. Let's go to the second page. The second page from

Sidley is looking at the internal accountability. Someone has played around with this.

The second diagram from Sidley is one that looks at the internal accountability hybrid model, functional separation variant. Here again, the proposal given there has our good old friend the CSC involved there. There's a periodic review system there as well, and we've got the stakeholder community member group, that will be reviewing the periodic review, doing the Board decisions, et cetera. It's a bit less separated than the previous proposal we had in front of us. At this moment in time, this is a very rough diagram of the different parts, so not really sure how that will pan out. I'm not sure if there's much worth in discussing the diagram itself, but there were a number of questions asked.

The next pages in the Sidley document is looking at a description of the base for the internal accountability and hybrid model - so the legal separation variant. It provides the different explanations. Realizing we don't have time to read through the whole thing, I'll let you all read through this in your own time. It mentioned what the PTI Board is, and it mentions the PTI Board parents an ICANN-designated and controlled Board. The Board comprised of ICANN officers or employees, or an independent multistakeholder Board. It leaves the options pretty wide open, and I guess the meeting at the beginning of next week will help let us know whether to go in one direction or the other.

If the PTI Board is an independent, multistakeholder Board, consideration will need to be given as to who has the power to appoint the PTI Board and the power to remove the PTI Board. The next two or

three pages are full of the different points that we will need to look at as a group. You can see there are a lot of the. There are a number of points about the CSC. A lot of the work Sidley has done is based on the work that the community has done, so it takes the language of the community and it raises specific questions regarding the language of the community and the description of what the community had looked at.

The multistakeholder community organization is another one. Both variants of the model assume that there is an active role for the multistakeholder community. That was one of our principles and that was part of the request from NTIA to start with, so again, there are a number of questions that are asked there, or points that will need to be looked at, and then a functional separation variant, there would be no separate ICANN legal entity, and so that looks at the details of the functional separation variant. I'm not sure where to go from here. Looking through this, we might need to take several hours.

What I'd do is suggest that if you have looked at any of these pages so far and read through it, and have any questions you might wish to raise here, then the participants can raise these questions on the CWG list and ask for these to be answered during the intensive work days. Short of this, I'd be inclined to say we're pretty much done on this part, but we do have Suen Ojedeji. Seun? Going back to the internal accountability model.

SEUN OJEDEJI: Thank you Olivier. I wanted to comment on the structure before, but I guess it's better left to the next face-to-face. My other comment is in

relation to the rule that's being proposed with the hybrid model. I'm concerned that it's going to be a dramatic role shift in this proposal, in that it's looking like there won't be oversight… The entity that's being oversighted upon is now going to become the one that will be doing the oversight, based on the new arrangement. It looks like ICANN now will become the NTIA and then the operator, or, if you wish, the manager of IANA now becomes the PTI.

It seems to me as going out of scope of what the actual task of the CWG is, but I'd like to be clarified on that, especially since Avri is online, and they understand this particular legal situation better. That is what I think. I just want to confirm I'm understanding this correct, because it looks like we're going out of what we are supposed to be doing, because I thought that oversight was the main task and not necessarily creating a new manager. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thanks very much Seun. My take on this is that it's in scope to look at any avenue here for oversight, including creating a new manager, but others might disagree, and others might have different interpretation. I don't know. I look on my colleagues who are on the Working Group and have been in Istanbul to enlighten us on this please. Avri?

AVRI DORIA: I guess I don't see how it would be out of scope. What we've been charged with is transitioning the stewardship. We've gotten into defining what does that stewardship mean: that there's an operator, there's a manager, there's oversight - who controls it? One of the things is - and

this is where there's discussion on the degree to which IANA controls it - and one of the things that's not yet set is, for example, when we were talking about how that Board is set. Many of us are arguing that Board needs to be set by the multistakeholder community as represented in ICANN and perhaps beyond.

At that point, that is the oversight mechanism, even if it's within ICANN. If you combine that with the Accountability Working Group - that's why it's always the accountability work plus either of these models - and some of the work that's being done on fundamental bylaws that perhaps call out the need for an RFP looking for a new manager, if that becomes necessary, if that is triggered, is all part of this ongoing discussion. While ICANN, in very much a steward role does not control it so much as take care of it, it provides the framework in which people are working.

This is where we were finding the compromise between those that wanted a full freestanding external model, and those that wanted a fully internal model that's pretty much the same as today. Trying to find somewhere on that line where we have a consensus point is why there's still so many degrees of freedom on deciding on the various aspects; on deciding on who controls what, on deciding on the bylaws, on deciding when bylaws can be changed and by whom, and what the mechanisms are for stopping a rogue change of the bylaws.

Indeed, it's complex, and it's gotten to the point now where it's almost impossible to say, "This is just accountability stream one, and this is just CWG," because there was always an understanding that the more internal the set up is, the more we need ICANN accountability measures. That's part of the variable that's being played with. Thanks.

OLIVIER CRÉPIN-LEBLOND: Thank you Avri. Before we turn to Alan, I wonder if Mohamed is still on the call? As Avri was going through all of the different questions that we are asking ourselves as a community, I can't help thinking that the proposal we'll end up will be dozens, if not hundreds of pages long and cover a great deal of questions and possibly provide answers to them, whilst the other proposals - the one from the numbers community and the one from the protocols community have been a lot smaller, perhaps because the scope was as lot smaller. Mohamed, are you still on the call?

MOHAMED EL BASHIR: Yes, I'm here.

OLIVIER CRÉPIN-LEBLOND: The ICG has received the other two proposals. Has it already been discussed, the size and completeness of the proposals?

MOHAMED EL BASHIR: Yes. On the two proposals that have been received, yes. There are two phases of assessment that have been done on the proposals. There was an RFP requirement, completeness, NTIA requirements, and also a proper description of what's required on accountability and all that, yes. That individual proposal assessment has already been done, but cross-proposal assessment was done between the two proposals, which is, as you said, they're not that huge. The ICG understands that the CWG will provide more comprehensive a proposal.

This could be handwritten, maybe pages, but the expectation is it's going to be, due to the nature of the complexity and the stakeholder involved in that CWG proposal development, that is already expected. Trying to save time, there will be an early review of the draft proposal, just to have a heads-up of what is coming. But yes, I think that the hard part of the work will be comparing the three proposals and seeing where the gaps are, and ensuring how to complement them and produce the final one.

The CWG proposal will go through two assessment phases in terms of completeness and RFP requirement and NTIA requirement, and workability as well. One of the assessment criteria is how workable the proposals are, or the suggestions within the proposal. That's already one of the criteria. I hope that answers your question.

TERRI AGNEW: Olivier has dropped. Alan, Olivier says on chat that you're up next.

ALAN GREENBERG: Thank you. Two comments: first of all, with regard to report size, my understanding is that the intent is to produce two version of the report; one that will be roughly comparable to the ones provided to the ICG by the other communities, and one with a lot more detail that surely will run into the hundreds of pages. We're trying to cover both aspects of it with a summary report and a detailed report. With regard to Seun's original question, I think Avri covered the overall situation. By pulling NTIA out of the equation we were going to end up with something different - there's no question about it.

Looking at the various options, it was unclear whether the difference would be somewhere inside or outside of ICANN, but in any internal operation there is going to be a reassignment of the rules, and the oversight that NTIA was doing either has to be done by somebody within the current set of players, a new one we introduce - and certainly in DT-F the issue of an external auditor being part of the process has been raised briefly - but inevitably people are going to be wearing different hats than they were before. I think what we're talking about right now is completely within scope - though maybe not as envisioned by some people initially - but certainly within scope.

OLIVIER CRÉPIN-LEBLOND: Thank you Alan. I'm looking at the time at the moment. We need to move onto the accountability discussions on the call. Alberto Soto?

ALBERTO SOTO: Thank you Olivier. I've read the proposals from the numbers and protocols communities, and it's clear to me there's no modification in terms of the operational aspects with I believe one of the NTIA requirements. These two proposals that we are now analyzing - and forgive me for the silly question - but do they also keep operational aspects as they are, or do they entail any changes? Thank you.

OLIVIER CRÉPIN-LEBLOND: Thank you for this Alberto. I'll let anyone from the call who wishes to answer that question do so. What I would say is that one of the key principles of the IANA stewardship transition plan is for operational

continuity - so as far as the day-to-day operation is concerned, the IANA function itself will continue operating, and the contractor that adds or removes names from the root, makes all the amendments necessary, would remain functioning. I believe this specific contractor is out of the remits of the discussions of this Working Group. That's my understanding of it. Alan?

ALAN GREENBERG: Thank you very much. There are some changes that are inevitable. Currently, NTIA is part of the loop on a number of things, and since they're getting out there will have to be changes in regard to that, so we can't say there will be no changes regarding how everything works. The one change that's completely unknown at this point is the root zone maintainer - the cooperative agreement currently with NTIA and VeriSign. That one has been described as a process that will be parallel but separate from the IANA discussions we're having right now. NTIA has so far been silent on exactly how that will happen and when that will happen, so that's a complete unknown.

But they have implied they will get out of that loop as well. How it gets replaced is not something we can really focus on right now, but everyone is agreeing that IANA is doing a good job, and we want to change as little as possible. But there are things, inevitably, that will have to be changed, because there is NTIA involvement; in some cases just nominal, that is they're in a communication path but they don't actively do anything. In other cases, such as their previous involvement with things like DNSSEC and IPv6, there has been active involvement,

and we haven't done a lot of discussion yet on how that gets replaced. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thanks very much for this Alan. Any other comments or questions? None whatsoever. Just to mention what I said in the chat, with regards to the contract with VeriSign and the management of .gov, .mail, .edu et cetera, the US Government has mentioned that they would be starting a set of processes. NTIA has said they'll be starting a set of processes. I haven't seen anything about it yet. I don't know what the timetable is on this and how they would work on this. With regards to the question on the future of .int there is a DT that is going to work on this.

It has a priority two. I'm on that DT, of course with other people from this community on this DT, and having spoken to Elisa Lindberg, who is Chairing or leading that DT, we will start work shortly, maybe, hopefully, some time next week. Maybe at very short notice, I don't know. Alan?

ALAN GREENBERG: Thank you. With regard to the cooperative agreement with VeriSign, the presumption among some of us is that we won't see anything outlined from the NTIA. Despite the word "parallel" I think that means the transition will be parallel. The planning for the transition I don't think you'll see anything public until there's a relatively firm proposal coming out of the ICG. That doesn't mean they've published and submitted it, but at the very least the NTIA has a good idea of how the IANA stewardship will change. There's a lot of concern on concentration of

power, and as an example - and I'm certainly not proposing it - one might transfer the cooperative agreement from NTIA to ICANN.

But you probably wouldn't want to do that if IANA was also being transferred to ICANN. So it's a separation of power issue to make sure that no single entity has complete control over making arbitrary changes, potentially out of policy and then publishing them with no checks and balances is certainly a concern to some. So I don't think we're likely to see a real plan or proposal on the cooperative agreement transfer until we have some clarity on how the IANA stewardship transition will happen. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thanks for this, Alan. Realizing time is ticking, I suggest we close this part of the call regarding the responses from Sidley. I would really encourage everyone here to read the document and raise any questions on our mailing list so we can transmit them over to the discussions taking place on the CWG. As I said earlier, there's an extensive amount of discussions going on there, and as Avri mentioned, we're very likely to be discussing that document and the different models when we have our Monday and Tuesday intensive work.

Next is to do with the accountability, with a little bit of delay. I know we've touched on accountability already. Alan, could you lead this part of the call and let us know where we are in the CCWG accountability, and what is likely to be asked of this group here?

ALAN GREENBERG:	Thank you very much. We're both in a very strong position and in a very weak position so far, depending on what aspects we're looking at. If we look at the Agenda that was put together, the first item is legal advice update. Well, we've already talked about a fair amount of the legal advice, which in fact came from the CWG attorney, Sidley. We've received less of usable substance from the main firm that's been retained by the CCWG. Part of that is they came into this very late and basically started coming out with output that some of us believe was not quite as well focused as it should have been.

That has, we believe, been rectified. There was a meeting of the CCWG legal committee yesterday or two days ago, and one of the issues brought up was one I mentioned already. The lawyers are somewhat concerned that in answering all of the specific focused questions posed to them, a lot of time and money will be used up, but also elapsed time, and perhaps not really used productively. They have suggested - and I think the legal committee has basically agreed - that we try as best as possible to say what we're trying to achieve and give them free hand to provide alternative on how that may be implemented within the context of ICANN and what we believe is a transition the community is looking for.

That's just starting to happen now, and not a lot of results. The community is pretty clear on what rights and abilities it wants, and I think pretty clear. There is still significant debate on what should be included in Work Stream 1 or 2. A question was raised on a meeting this week as to whether removal of an individual director, as opposed to the whole Board, is something we should consider in Work Stream 1. Some of us believe it's both easy to do and an important aspect of Work

Stream 1. Others feel that's not the case. We're talking about removal of directors by the AC/SO that appointed them, and probably removal of NomCom appointed directors by the community.

One of the aspects that was talked about a while ago is the ability to override any Board action.   There's now some question coming out of the stress-testing teams saying it's not clear that ability is needed to satisfy the stress test. Therefore, does that mean we should eliminate it from Work Stream 1 or keep it there anyway? Again, a debate is going on, essentially as we speak, on this.

So there's a lot of things that we're trying to flesh out. On the other hand, a huge amount of work has been done on documenting the responsibilities and capabilities that we want for the community, looking at changes to the bylaws and articles and corporation on core values, on principles and things like that, and a very large amount of work on the stress-test - that is scenarios where we believe ICANN would be subject to a problem and looking at whether the new capabilities we're adding are going to address them. If not, do we just accept that as something we can't control, or do we need to change the environment in some other way?

Lots of work going on. It's still a work in progress. I don't think we can definitively say it's clean, but there's an intent to publish a draft report for comment soon, and I think enough of it will come together that we'll have an interesting document for people to read and comment on. That's about all I want to say. The amount of focused work done within this group that's resulting in good outcomes is quite amazing. The amount of work some individuals have put into it, including some from

At-Large, is truly remarkable, and we need to be very grateful to the people who have done that amount of work.

On the other hand, the rest of us need to make sure that what's coming out of it is something we want to sign off on and can't leave it to just a handful of people to do all the work without an audit and verification stage from the rest of us. So our work as a community is far from done at this point, but the work is progressing well. Olivier, that's about all I have in summary. I can go into detail on specific aspects, but we are within ten minutes of the ending time. Olivier?

OLIVIER CRÉPIN-LEBLOND: Thanks very much Alan. I had a question for you on something you mentioned. I wasn't sure I heard correctly. You mentioned that the removal of Board Members might not be something that the group will be suggesting, or taken out of this proposal?

ALAN GREENBERG: No. Coming out of Istanbul we included removal of the whole Board. There was an additional set of items on removal of individual Directors or conceivably groups of Directors. That had been slotted into Work Stream 2. The group responsible for putting this proposal together looked at that one, and there were a number of factors. Number one, it looks like for at least some of the Directors - that is the ones appointed by ACs and SOs - it would be pretty simple to do. It's clear we have the right to do it within statutes. It's not something that's in the bylaws right now, but it's probably pretty simple to write.

The removal of NomCom Directors is probably a very similar process to removal of the entire Board, perhaps with a different threshold, but it's probably simple. So the process may not be difficult. In addition to that, as we've been talking about removal of the whole Board, we have input from both the community and legal advice saying that we need to be careful about this one. It's going to be a very traumatic thing to do. If you take out the whole Board you have to at least temporarily replace them - there are risks involved with that.

You need to go through the process of replacing them formally in the long-term, which is a very intensive process, if you think about what we go through on the NomCom to appoint what is half the Board, and then the processes in the ACs and SOs, all in parallel, each of which can take six to eight months to do, at best. So it's a complex process, it's traumatic, and there's some question about will we ever really get the critical mass to invoke that? It's a nice threat, but will we ever do it? And if we do, are we going to be able to handle the stress that goes along with actually having done it?

Therefore we've gotten some indication that perhaps we want to look at less revolutionary methodology and push the individual single directors removal back into Work Stream 1. Does that answer your question? That's a decision that's not made yet. That's a discussion going on.

OLIVIER CRÉPIN-LEBLOND: Thanks for this. Avri?

AVRI DORIA: Just a quick thing to add to that. I think part of the issue is also what's driving some of the, "Do we need to have a membership base? Do we need to have some sort of designators?" That's basically each of the SOs and ACs designate someone to have the power to do this. I think some of the having a vote of no confidence on a Board, that somehow replaces the Board, is complicated by the kinds of structures that can do it. There's still very much a split between people thinking it's right to try and remove the whole Board through a vote of no confidence of some sort, versus picking off individual Directors.

I think as Alan said, there's very much an issue of how you unwind NomCom picks. Some places, like the IETF establish a new NomCom just to make the decision on removing people that another NomCom had picked. So there's lots of methods they haven't explored yet, but yes, it was surprising in a sense when the individual Board Member removal became part of Work Stream 1 again, and at the moment I think it might get pushed out again, but I think we're working on it. Whether we decide in the end that that doesn't need to be part of Work Stream 1, we might do that.

OLIVIER CRÉPIN-LEBLOND: Thank you. Next is Sebastian.

SEBASTIAN BACHOLLET: Thank you very much Olivier. I just want you to consider that if we do that, it's a discussion, we have to take into account the fact that today, when somebody becomes a Board Member, they become liable to the corporation, not to the one that elects them. That means that if we

want to have some power on those Board Members we need to change that, and it might be much more efficient to have power to remove them from the Board. The second point is that in the past there were some quite good regulations in the Board with people leaving the Board because they didn't have enough time and/or they don't want to stay.

The third point is that the Board Members are elected for three years. If we do that, we want o do that after one year. After two years, in my point of view it's too short to be on the Board, but the second is that we will spend our time on such things, and really I don't think that it will be the more efficient thing. I think we need to look at how the Board is built, how we ensure diversity, how we ensure that within the Board there is a real in-depth discussion, and a real wish to find a consensus. That's why I think it's not in Work Stream 1 but it's in Work Stream 2, and it's not the right title of the discussion. Thank you very much.

OLIVIER CRÉPIN-LEBLOND: Thank you for this Sebastian. Alan?

ALAN GREENBERG: This is an issue where Sebastian and I differ. The kinds of things he says we need to do - how do we build the Board? How do we ensure diversity - those are all true. Nothing says that doesn't need to be part of the discussions. I cannot see removing Board Directors happening very often - almost never, I would think. It's one of those things that having the capability is important. Right now the Board can remove any Board Member or any Board Liaison with the exception of the GAC Liaison. They've never used the right.

They may have encouraged some Directors to resign with the, "Or else we'll use the removal clause," - we don't know if that's happened or not, we can hypothesize - but it's never been used as such. I don't think anyone's proposing it be taken out of the bylaws. A Director, when appointed, does have to do shared responsibility to the Board and not to the place that appointed them, if it was an AC/SO. That's quite true. But we also have to appoint a Board Member because we believe there's a set of shared values, and if that person either doesn't do their work at all, just doesn't show up, yes, the Board might remove them, but they might not.

The AC or SO I think should have the right to say, "This person is really not pulling their weight," or, "Yes, we appointed them because of shared values, and it's clear that those shared values aren't there. We blew it, or the person changed," or whatever. They should have the right to make sure that the person that they have appointed to the Board is meeting the criteria that they thought they had established and selected, based on, and that's why the thing is there. In my mind, it's as simple as that. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thanks for this Alan. I realize we are reaching the end of allocated time. We've secured five more minutes for this discussion. Sebastian?

SEBASTIAN BACHOLLET: Thank you very much. You know the question is that how you behave when you are a Board Member, and if you spend your time to be in line with one who elects you, that's a problem, because sometimes you'd

like to be re-elected and that's a way to do it, but I think if we want to have an efficient Board we need to have people we trust, and we don't want to have a sword of Damocles in your head, because that's not the way to have strong Board Members. Just imagine that if one becomes a Chair of the Board, Vice Chair, or even Chair of a Committee, you have plenty of things that we are not taking into account, I feel, today.

That's really why I think if we want to fix the Board, let's fix the Board, but the question of removing a Board Member when it's a three-year term, it will not work, because it will either be so complicated or it will take so much time, and at the end we'll be close to the three years and it won't have any benefit. We sometimes want to have very strict rules that are difficult to apply, and it's like everything; we need to think twice or three times on that. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thank you. Alan?

ALAN GREENBERG: I'm not going to debate the specifics. I've already given my point. I'll just point out that the sword of Damocles is already there for appointed Directors. I've been told there have been Directors in the past who, for the last six, eight, nine months of their term abstain on critical things, because they don't want to have to vote against their constituency or stakeholder group. So that's already happening, and some people start that earlier, some people start that later depending on what their relationship is.

From my knowledge of ICANN over the last almost 15 years, I only know of one case where a Board Member that was appointed by an SO was potentially in danger of being removed, if the community had had this kind of ability. That's not a huge percentage, and whether or not they would have done it or not is a different issue altogether. I don't think we're talking about a very common occurrence that's going to happen every three days. I think we're talking about an ability, which may change behavior sufficiently to make sure it never happens. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thank you Alan. I have a question on this specific topic, because in the current ICANN bylaws and under Californian Law we have been told that Board Members need to act in the best interest of the organization. Has this changed? Is that different? How would one be able to put a Damocles sword on a Board Member and say, "We can dismiss you if that Board Member is not acting in the best interest of the organization"?

ALAN GREENBERG: Nothing has changed. A Director has to do shared responsibility to the organization, that's absolutely clear. When we appoint a Director, we know that's the case. That's not something that's been sprung on us recently, so there's no question that when you appoint a Director you know that they may take decisions because of the overall complexity of some of the decisions that they're presented with that might not be in favor of their particular stakeholder group. That's a known entity.

On the other hand, if you have a situation where the Board is heavily divided, therefore it's a judgment call what is good for the organization and what is not, then you might have a reason to complain if the Director appointed by the registries is always voting against registries when half the other Board Members selected by other communities are voting for registries. I'm giving you a specific, ludicrous example. One could imagine a scenario like that. I don't think you'd ever see removal purely based on a decision that went against an AC or SO. That would be a foolish thing to do, because you're not going to have a lot of other people wanting to be the Director next if you take that kind of action.

The real issue is not do they vote against you on a particular issue, but are they still sharing the values that you thought you shared when you appointed them? I would like to presume that if I was part of a group that appointed a Director, and that Director knowingly was going to cast a vote publicly that was diametrically opposed to the presets of the stakeholder group that appointed them, they'd go and talk about it and try and explain why the issues are complex and why they might have gone the other way.

So yes, there's a dynamic here that we can't quite predict, but I don't think the issue is of fiduciary responsibility and having ideals that are congruent to the appointing organization is really a COI.

OLIVIER CRÉPIN-LEBLOND: Thanks for this Alan. Avri? We need to close soon.

AVRI DORIA: I'll be very quick. I took myself out of the queue because I was going to agree with everything Alan said.   One thing I'd enforce is that the definition of fiduciary responsibility - a couple of people have said it in the chat - has to do with the mission. It has to do with adhering to our principles. It has to do with the fact that the articles and corporation mandate that we take into account global public interest, however we understand it.

So when we say that they are responsible to the fiduciary responsibility they are, and as Alan said, that's very much based on communication and linkage with the group that the person comes out of. If they do go against a perceived interest of their own community, they had better be able to explain why it was the right thing, given the complexity of the fiduciary interests that they're serving. I think communication is actually going to be enhanced by the possible threat, and I agree with Alan - it won't happen very often - but perhaps more conversation will happen. Thanks.

OLIVIER CRÉPIN-LEBLOND: Thank you very much for this Avri. As Avri mentioned, there is actually quite an extensive discussion in the chat, so I invite you all to read this as well. Of course, the chat will be placed on the Agenda page. With this, we are reaching the end of this call. I'm sorry that we are, because the discussion is very interesting indeed. We're into Any Other Business. The first thing is to find out when our next call will be. Monday/Tuesday, as you all know, is the intensive work days, so the 13th and 14th are probably out of the question for everyone, after having

spent six hours in various conference calls, but we do have a possibility for Wednesday, Thursday or Friday. Any suggestions? Alan?

ALAN GREENBERG: Olivier, my only comment is that for some of they're intensive work nights, so be gentle on us in scheduling following meetings. I point out that the two Co Chairs are in Europe and the times are actually quite reasonable for anyone in Europe.   Anywhere else, it's more questionable.

OLIVIER CRÉPIN-LEBLOND: I have nothing to do with that part. That's why I'm laughing! Trust me, I'm going to have a lot of meals Monday and Tuesday, eating at my desk in front of my computer. I don't think my family will ever speak to me again. In fact, they haven't in months, but anyway, coming back to this. Maybe if we look at Thursday and Friday as potential times for our call, there'll be a Doodle for Thursday and Friday. That will give everyone time to recover on the Wednesday. Does that fly? I'm mindful of this. Sebastian?

SEBASTIAN BACHOLLET: May I suggest that Friday might be better, because in the CCWG we will already have three calls and we will be close to some kind of better vision of development. Then on Wednesday it will not be so much work done at that time. Just a suggestion that we try to prefer Friday against Wednesday. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thanks Sebastian. What we'll do, let's do a Thursday and Friday, because I'm also mindful that Friday afternoons for Europeans and mornings for the Americas is actually sometimes Saturday morning for the people from the Antipodes, and that's another question, and of course we do have our friend from Japan on the call, and I just want to make sure they're not always going to have to work on a Saturday as well. Thursday and Friday, and the Doodle will be up. If we can have this immediately after this call, Terri, so we can all start filling it up?

We will be giving a bit more advanced notice on when the call will take place. We can close the Doodle probably on Monday at some point. Any other business? Seeing no hands, I'd like to thank our interpreter, Sabrina, who, by herself, has managed to interpret the whole call for the past hour and 40 minutes. Thank you very much for extending by another ten minutes. Thank you all of you for being on the call, and thanks to Terri and Heidi who've been on the call, and Terri in particular for kicking our butts into motion to get an Agenda out.

I do apologize this week for being so late on having the Agenda out, but we had a very busy couple of days recently. With this, I'd like to thank you all, and this call is now adjourned. Goodbye.

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